



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	1311	NAIC Company Code	95844	Employer's ID Number	38-2242827
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [X] No []	
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979	
Statutory Home Office	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI 48202		313-872-8100	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	2850 West Grand Boulevard			Detroit, MI 48202		
	(Street and Number or P.O. Box)			(City or Town, State and Zip Code)		
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI 48202		248-443-1093	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.hap.org					
Statutory Statement Contact	Dianna L Ronan CPA			248-443-1093		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dronan@hap.org			248-443-8610		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Jeanne Dunk	Secretary	Irita B Matthews #	Assistant Secretary

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Cindy Bala-Brusilow Ph D	Marvin W Beatty	Shari Burgess #
Sandra A Cavette #	William A Conway MD	Linda Ewing	Lauren B Foster CPA #
Joyce V Hayes-Giles	Jamie C Hsu Ph D	Kirk J Lewis	Jackie Martin
Marguerite S Rigby #	Robin Scales-Wooten	Nancy Schlichting	Rebecca R Smith
Susie M Wells			

State ofMichigan.....

County ofWayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin
President and CEO

Ronald W Berry
Treasurer

Jeanne Dunk
Secretary

a. Is this an original filing?	Yes [X] No []
b. If no:	
1. State the amendment number	
2. Date filed	
3. Number of pages attached	

Subscribed and sworn to before me this
_____ day of _____,

Roderick Irwin Curry, Notary
August 14 2013

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	85,396,414		85,396,414	152,922,363
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	202,207,155	43,318,468	158,888,687	163,676,324
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	3,297,342	2,580,545	716,797	738,125
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 16,287,946), cash equivalents (\$ 0) and short-term investments (\$ 183,738,328)	200,026,275		200,026,275	118,010,371
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	123,323		123,323	21,488
8. Other invested assets	698,352		698,352	743,382
9. Receivables for securities	4,989		4,989	5,464,335
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,376,032	0	1,376,032	1,321,538
12. Subtotals, cash and invested assets (Lines 1 to 11)	493,129,882	45,899,013	447,230,869	442,897,927
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	998,191		998,191	1,115,794
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	48,388,313		48,388,313	46,597,061
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	475,000		475,000	475,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	50,427,213	46,943,563	3,483,650	2,903,872
21. Furniture and equipment, including health care delivery assets (\$)	742,365	742,365	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	2,355,157		2,355,157	3,046,657
24. Health care (\$ 3,383,978) and other amounts receivable	3,383,978		3,383,978	4,410,827
25. Aggregate write-ins for other than invested assets	2,727,495	2,624,270	103,225	82,725
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	602,627,595	96,209,211	506,418,384	501,529,862
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	602,627,595	96,209,211	506,418,384	501,529,862
DETAILS OF WRITE-INS				
1101. Deferred Compensation	1,153,551		1,153,551	1,074,239
1102. Rabbi Trust	222,481		222,481	247,299
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,376,032	0	1,376,032	1,321,538
2501. Prepaid Expense	2,543,650	2,543,650	0	0
2502. Intangible Asset	80,620	80,620	0	0
2503. Other Assets	57,843		57,843	57,843
2598. Summary of remaining write-ins for Line 25 from overflow page	45,382	0	45,382	24,881
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,727,495	2,624,270	103,225	82,725

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	150,333,012	3,930,143	154,263,155	123,571,222
2. Accrued medical incentive pool and bonus amounts	3,150,001		3,150,001	6,194,260
3. Unpaid claims adjustment expenses	1,206,053		1,206,053	1,151,572
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	270,003		270,003	270,003
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	13,167,936		13,167,936	14,759,302
9. General expenses due or accrued	27,164,991		27,164,991	26,878,887
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$5,000,000 current) and interest thereon \$36,800 (including \$36,800 current)	45,416,669		45,416,669	50,000,000
15. Amounts due to parent, subsidiaries and affiliates	2,587,541		2,587,541	1,579,319
16. Derivatives.....	175,307		175,307	206,805
17. Payable for securities	266,553		266,553	7,630,575
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	300,000		300,000	0
23. Aggregate write-ins for other liabilities (including \$ current)	24,327,506	0	24,327,506	30,727,302
24. Total liabilities (Lines 1 to 23).....	268,365,571	3,930,143	272,295,714	262,969,246
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	234,122,670	238,560,616
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	234,122,670	238,560,616
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	506,418,384	501,529,862
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	21,259,046		21,259,046	22,551,660
2302. Retiree Health Benefits.....	1,201,301		1,201,301	1,147,373
2303. Deferred Compensation.....	1,155,398		1,155,398	1,074,239
2398. Summary of remaining write-ins for Line 23 from overflow page	711,761	0	711,761	5,954,030
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	24,327,506	0	24,327,506	30,727,302
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	3,100,219	2,991,421	3,985,522
2. Net premium income (including \$ non-health premium income).....	XXX	1,422,446,451	1,343,280,477	1,791,333,734
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	(2,049)	0	1,058
8. Total revenues (Lines 2 to 7)	XXX	1,422,444,402	1,343,280,477	1,791,334,792
Hospital and Medical:				
9. Hospital/medical benefits		938,168,583	898,824,017	1,156,846,610
10. Other professional services			0	0
11. Outside referrals		47,753,532	46,061,277	72,238,079
12. Emergency room and out-of-area		122,611,439	106,079,319	165,327,115
13. Prescription drugs		178,887,888	168,111,068	228,289,068
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		3,142,407	5,086,776	4,475,732
16. Subtotal (Lines 9 to 15)	0	1,290,563,849	1,224,162,457	1,627,176,604
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,290,563,849	1,224,162,457	1,627,176,604
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 11,701,980 cost containment expenses.....		18,474,754	13,526,416	23,295,552
21. General administrative expenses.....		108,807,939	98,156,577	124,063,824
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,417,846,542	1,335,845,450	1,774,535,981
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,597,860	7,435,027	16,798,811
25. Net investment income earned		4,015,731	4,447,438	6,131,075
26. Net realized capital gains (losses) less capital gains tax of \$.....		2,728,284	668,536	849,316
27. Net investment gains (losses) (Lines 25 plus 26)	0	6,744,015	5,115,973	6,980,391
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	104,306	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	11,446,181	12,551,001	23,779,202
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	11,446,181	12,551,001	23,779,202
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX	(2,049)	0	1,058
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	(2,049)	0	1,058
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Delta Dental Commission Revenues.....		104,306	0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	104,306	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	238,560,616	284,967,190	284,967,190
34. Net income or (loss) from Line 32	11,446,181	12,551,001	23,779,202
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	6,943,025	7,235,517	6,227,419
37. Change in net unrealized foreign exchange capital gain or (loss)		0	111,053
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(22,827,152)	(12,304,789)	(53,225,810)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	(2,057,739)	(23,298,437)
48. Net change in capital and surplus (Lines 34 to 47)	(4,437,946)	5,423,989	(46,406,574)
49. Capital and surplus end of reporting period (Line 33 plus 48)	234,122,670	290,391,179	238,560,616
DETAILS OF WRITE-INS			
4701. Additional Pension Liability.....			(18,843,945)
4702. Correction of an Immaterial Error - Goodwill Amortization.....			(2,396,753)
4703. Correction of an Immaterial Error - 2010 Pension Reporting.....		(2,057,739)	(2,057,739)
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	(2,057,739)	(23,298,437)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	1,419,063,833	1,372,469,346	1,775,316,009
2. Net investment income	5,155,833	5,448,544	7,807,217
3. Miscellaneous income	83,805	0	0
4. Total (Lines 1 to 3)	1,424,303,471	1,377,917,890	1,783,123,226
5. Benefit and loss related payments	1,261,889,327	1,200,853,796	1,618,312,433
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	126,641,694	104,792,201	133,076,401
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	1,388,531,021	1,305,645,997	1,751,388,835
11. Net cash from operations (Line 4 minus Line 10)	35,772,450	72,271,893	31,734,391
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	219,995,164	376,388,170	443,744,343
12.2 Stocks	15,043,464	13,952,672	13,966,894
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	2,169,949	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	235,038,628	392,510,792	457,711,237
13. Cost of investments acquired (long-term only):			
13.1 Bonds	151,512,925	409,809,736	485,947,019
13.2 Stocks	2,798,850	28,137,198	110,443,429
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	10,965,692	255,978
13.6 Miscellaneous applications	1,904,675	0	990,652
13.7 Total investments acquired (Lines 13.1 to 13.6)	156,216,450	448,912,626	597,637,078
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	78,822,178	(56,401,835)	(139,925,841)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	(4,583,333)	0	55,030,000
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(27,995,391)	(7,904,488)	(22,082,161)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(32,578,724)	(7,904,488)	32,947,839
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	82,015,904	7,965,570	(75,243,611)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	118,010,371	193,253,982	193,253,982
19.2 End of period (Line 18 plus Line 19.1)	200,026,275	201,219,552	118,010,371

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Accrued Business Acquisition Costs.....		0	5,030,000
20.0002.		0	0
20.0003.		0	0

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	331,214	2,068	271,249	.0	.0	.0	18,619	39,278	.0	.0
2 First Quarter	345,576	1,902	283,848	.0	.0	.0	19,728	40,098	.0	.0
3 Second Quarter	342,859	1,781	281,122	.0	.0	.0	19,665	40,291	.0	.0
4. Third Quarter	343,581	1,720	281,652				19,548	40,661		
5. Current Year	0									
6 Current Year Member Months	3,100,219	16,498	2,544,163				177,372	362,186		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,035,276	5,801	801,376				53,774	174,325		
8. Non-Physician	66,945	344	43,530				3,153	19,918		
9. Total	1,102,221	6,145	844,906	0	0	0	56,927	194,243	0	0
10. Hospital Patient Days Incurred	166,257	609	57,791				4,674	103,183		
11. Number of Inpatient Admissions	34,240	128	14,220				1,089	18,803		
12. Health Premiums Written (a).....	1,414,064,199	7,606,821	944,894,751				87,929,473	373,633,154		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	1,414,064,199	7,606,821	944,894,751				87,929,473	373,633,154		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	1,261,889,327	6,855,429	848,871,936				76,446,171	329,715,791		
18. Amount Incurred for Provision of Health Care Services	1,290,563,849	6,889,679	853,112,907				77,923,099	352,638,164		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 373,633,154

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	71,988,429	777,552,270	15,926,344	89,548,022	87,914,773	99,181,734
2. Medicare Supplement .....					.0	.0
3. Dental Only .....					.0	.0
4. Vision Only .....					.0	.0
5. Federal Employees Health Benefits Plan	5,916,227	70,529,944	758,081	5,838,575	6,674,308	5,119,728
6. Title XVIII - Medicare	13,617,244	316,098,547	1,347,741	40,844,392	14,964,985	19,269,760
7. Title XIX - Medicaid .....					.0	.0
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	91,521,900	1,164,180,761	18,032,166	136,230,989	109,554,066	123,571,222
10. Health care receivables (a)		(1,026,848)			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	6,136,666	50,000	57,594	3,092,407	6,194,260	6,194,260
13. Totals (Lines 9-10+11+12)	97,658,566	1,165,257,609	18,089,760	139,323,396	115,748,326	129,765,482

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of Health Alliance Plan of Michigan have been completed in accordance with the NAIC Accounting Practices and Procedures Manual (NAPPM). Health Alliance Plan does not utilize accounting practices that depart from the NAPPM, including different practices required by state law. Health Alliance Plan does not have any transactions which have not been addressed by NAIC statutory accounting practices and procedures.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

4. DISCONTINUED OPERATIONS

Not applicable.

5. INVESTMENTS

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.

B. Debt Restructuring - Not applicable.

C. Reverse Mortgages - Not applicable.

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment(OTTI): HAP has not recognized any OTTI.

(4) Securities for which an other-than-temporary impairment has not been recognized in earnings realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$140,000.

2. 12 months or longer \$ 35,000.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$14,006,000.

2. 12 months or longer \$ 2,024,000.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment, the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions - Not applicable.

HAP does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

7. INVESTMENT INCOME

Not applicable.

NOTES TO FINANCIAL STATEMENTS

8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - not applicable.

9. INCOME TAXES

Not applicable.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

11. DEBT

Not applicable.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. Capital Stock - not applicable

2. Preferred Stock - not applicable.

3. Dividend Restrictions - no significant change.

4. Dividends Paid - not applicable.

5. Portion of Company's profits that may be paid as ordinary dividends - no significant change.

6. Restrictions on unassigned funds (surplus) - not applicable.

7. Advances to surplus not repaid - not applicable.

8. Total amount of stock held by the Company for special purposes - not applicable.

9. Changes in balances of any special surplus funds from the prior year - not applicable.

10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - no significant change.

11. Surplus Notes - not applicable.

12. The impact of any restatement due to a quasi-reorganization - not applicable.

13. The effective date of any quasi-reorganization - not applicable.

14. CONTINGENCIES

A. Contingent Commitments - not applicable.

B. Assessments - not applicable.

C. Gain Contingencies - not applicable.

NOTES TO FINANCIAL STATEMENTS

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - not applicable.

E. All Other Contingencies

CMS uses various payment mechanisms to allocate funding for Medicare programs, including determining payments by considering the risk status of Medicare members as supported by provider medical record documentation. Federal regulators audit the supporting documents and can revise payments based on the audit findings. CMS has announced that it will perform audits of selected Medicare health plans each year to validate the coding practices of and supporting documentation maintained by care providers. These audits involve a review of medical records maintained by providers, including those in and out of network, and may result in prospective and retrospective adjustments to payments made to health plans pursuant to CMS Medicare contracts. HAP has not been notified by CMS that any of its health plans have been selected for audit. HAP is unable to predict the outcome of an audit should one or all of its health plans be selected. However, the outcome of an audit could have a material effect on the results of operations.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. FAIR VALUE MEASUREMENT
A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Bonds:				
U.S. Governments	\$113,122,000		\$	\$ 113,122,000
Industrial and Misc	64,019,000			64,019,000
Total Bonds	\$177,141,000	\$	\$	\$ 177,141,000
Common Stock:				
Industrial and Misc	\$	\$ 74,554,000	\$	\$ 74,554,000
Other Equity Securities	1,376,000			1,376,000
Total Common Stocks	\$ 1,376,000	\$74,554,000	\$	\$ 75,930,000
Derivative Assets:				
Future Contracts and Options	\$	\$ 128,000	\$	\$ 128,000
Total Derivative Assets	\$	\$ 128,000	\$	\$ 128,000
Total Assets at Fair Value	\$ <u>178,517,000</u>	\$ <u>74,682,000</u>	\$ <u></u>	\$ <u>253,199,000</u>
b. Liabilities at fair value				
Swaps and options	\$	\$ 175,000	\$	\$ 175,000
Total Liabilities at Fair Value	\$ <u></u>	\$ <u>175,000</u>	\$ <u></u>	\$ <u>175,000</u>

NOTES TO FINANCIAL STATEMENTS

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer. The Corporation had no transfers between levels.
- (3) The Corporation has no fair value measurements categorized within Level 3 of the fair value heirarchy.
- (4) The fair value measurements categorized within Level 2 of the fair value heirarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- (5) Derivative assets and liabilities:

Description	Beginning Balance at 01/01/2012	Transfers	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales
a. Assets:						
Derivatives:						
Futures and options	21,000	_____	(40,000)	89,000	35,000	_____
Total assets	21,000	_____	(40,000)	89,000	35,000	_____
b. Liabilities						
Derivatives:						
Swaps and Options	207,000	_____	144,000	(35,000)	74,000	215,000
Total liabilities	207,000	_____	144,000	(35,000)	74,000	215,000

The fair value measurements reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes.

The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.

There were no transfers between levels for derivative assets and liabilities in 2012.

B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements - Not applicable.

C. Aggregate fair values of financial instruments and applicable levels within the fair value heirarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	177,141,000	177,141,000	177,141,000			
Common Stock	75,930,000	75,930,000	1,376,000	74,554,000		
Derivative Assets	128,000	128,000		128,000		
Derivative Liabilities	(175,000)	(175,000)				

D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due From Agents and Brokers, Uninsured Plans or Restropectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

Not applicable.

NOTES TO FINANCIAL STATEMENTS

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2011 were \$129,765,000. As of September 30, 2012 \$98,631,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$18,270,000. Changes in actuarial estimates of reserves attributable to insured events of prior years reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

27. STRUCTURED SETTLEMENTS

Not applicable.

28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

29. PARTICIPATING POLICIES

Not applicable.

30. PREMIUM DEFICIENCY RESERVES

Not applicable.

31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?

The Michigan Office of Financial and Insurance Regulation.
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$69,727

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [X] No []
- 11.2

If yes, give full and complete information relating thereto:
As part of their risk management strategy the Company's investment managers utilize options as a means of managing risk in the Company's investment portfolio.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$121,394,012	\$128,223,477
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$743,382	\$698,352
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$122,137,394	\$128,921,830
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [X] No []
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [X] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
Not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research and Management	Boston Massachusetts.....
	JP Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	91.6 %
1.2 A&H cost containment percent	0.8 %
1.3 A&H expense percent excluding cost containment expenses.....	8.1 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
1. Alabama	AL	N						0		
2. Alaska	AK	N						0		
3. Arizona	AZ	N						0		
4. Arkansas	AR	N						0		
5. California	CA	N						0		
6. Colorado	CO	N						0		
7. Connecticut	CT	N						0		
8. Delaware	DE	N						0		
9. Dist. Columbia	DC	N						0		
10. Florida	FL	N						0		
11. Georgia	GA	N						0		
12. Hawaii	HI	N						0		
13. Idaho	ID	N						0		
14. Illinois	IL	N						0		
15. Indiana	IN	N						0		
16. Iowa	IA	N						0		
17. Kansas	KS	N						0		
18. Kentucky	KY	N						0		
19. Louisiana	LA	N						0		
20. Maine	ME	N						0		
21. Maryland	MD	N						0		
22. Massachusetts	MA	N						0		
23. Michigan	MI	L	946,742,513	373,633,154	87,929,473			1,408,305,140		
24. Minnesota	MN	N						0		
25. Mississippi	MS	N						0		
26. Missouri	MO	N						0		
27. Montana	MT	N						0		
28. Nebraska	NE	N						0		
29. Nevada	NV	N						0		
30. New Hampshire	NH	N						0		
31. New Jersey	NJ	N						0		
32. New Mexico	NM	N						0		
33. New York	NY	N						0		
34. North Carolina	NC	N						0		
35. North Dakota	ND	N						0		
36. Ohio	OH	N						0		
37. Oklahoma	OK	N						0		
38. Oregon	OR	N						0		
39. Pennsylvania	PA	N						0		
40. Rhode Island	RI	N						0		
41. South Carolina	SC	N						0		
42. South Dakota	SD	N						0		
43. Tennessee	TN	N						0		
44. Texas	TX	N						0		
45. Utah	UT	N						0		
46. Vermont	VT	N						0		
47. Virginia	VA	N						0		
48. Washington	WA	N						0		
49. West Virginia	WV	N						0		
50. Wisconsin	WI	N						0		
51. Wyoming	WY	N						0		
52. American Samoa	AS	N						0		
53. Guam	GU	N						0		
54. Puerto Rico	PR	N						0		
55. U.S. Virgin Islands	VI	N						0		
56. Northern Mariana Islands	MP	N						0		
57. Canada	CN	N						0		
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	946,742,513	373,633,154	0	87,929,473	0	0	1,408,305,140	0	
60. Reporting entity contributions for Employee Benefit Plans	XXX	5,759,059						5,759,059		
61. Total (Direct Business)	(a) 1	952,501,572	373,633,154	0	87,929,473	0	0	1,414,064,199	0	
DETAILS OF WRITE-INS										
5801.	XXX							0		
5802.	XXX							0		
5803.	XXX							0		
5898. Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0	
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

Schedule Y - Part 1

NONE

Schedule Y - Part 1A

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers Medicare Part D through a Medicare Advantage plan

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other Receivables.....	45,382		45,382	24,881
2505.			0	
2506.			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	45,382	0	45,382	24,881

MQ003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Liability for CMS Coverage Gap Discount Program.....	711,761		711,761	924,030
Additional Acquisitions Costs Accrued for Purchase of Midwest				
2305. Health Plan.....			0	5,030,000
2397. Summary of remaining write-ins for Line 23 from Page 03	711,761	0	711,761	5,954,030

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	3,645,890	3,185,484
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	37,716	982,239
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	386,264	521,833
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	3,297,342	3,645,890
10. Deduct total nonadmitted amounts	2,580,545	2,907,765
11. Statement value at end of current period (Line 9 minus Line 10)	716,797	738,125

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	743,382	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		766,000
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)	(45,030)	(22,618)
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	698,352	743,382
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	698,352	743,382

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	358,957,063	214,856,803
2. Cost of bonds and stocks acquired	154,311,775	595,624,458
3. Accrual of discount	22,951	135,888
4. Unrealized valuation increase (decrease)	7,382,522	6,394,180
5. Total gain (loss) on disposals	2,816,382	962,030
6. Deduct consideration for bonds and stocks disposed of	235,038,628	457,711,243
7. Deduct amortization of premium	924,567	1,417,666
8. Total foreign exchange change in book/adjusted carrying value	76,071	112,612
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	287,603,569	358,957,063
11. Deduct total nonadmitted amounts	43,318,468	42,358,376
12. Statement value at end of current period (Line 10 minus Line 11)	244,285,101	316,598,687

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	279,956,932	221,334,157	241,607,288	54,879	266,931,411	279,956,932	259,738,680	253,147,357
2. Class 2 (a).....	11,339,646	1,296,611	3,407,959	(537,775)	13,641,467	11,339,646	8,690,523	13,539,013
3. Class 3 (a).....	282,880			422,659	0	282,880	705,539	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	291,579,458	222,630,768	245,015,247	(60,237)	280,572,878	291,579,458	269,134,742	266,686,370
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	291,579,458	222,630,768	245,015,247	(60,237)	280,572,878	291,579,458	269,134,742	266,686,370

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	183,738,328	XXX	183,748,501	36,973	5,421

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	113,764,007	190,757,289
2. Cost of short-term investments acquired	1,260,898,231	2,452,782,325
3. Accrual of discount	4,213	18,567
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals	7,568	6,081
6. Deduct consideration received on disposals	1,190,900,419	2,529,731,880
7. Deduct amortization of premium.....	36,245	66,814
8. Total foreign exchange change in book/adjusted carrying value.....	973	(1,560)
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	183,738,328	113,764,007
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	183,738,328	113,764,007

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(206,805)
2.	Cost Paid/(Consideration Received) on additions	249,953
3.	Unrealized Valuation increase/(decrease)	123,848
4.	Total gain (loss) on termination recognized	(144,772)
5.	Considerations received/(paid) on terminations	74,208
6.	Amortization	
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(51,984)
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	(51,984)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year	21,488
2.	Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	0
3.1	Change in variation margin on open contracts	
3.2	Add:	
	Change in adjustment to basis of hedged item	
	3.21 Section 1, Column 17, current year to date minus	0
	3.22 Section 1, Column 17, prior year	0
	Change in amount recognized	
	3.23 Section 1, Column 16, current year to date minus	0
	3.24 Section 1, Column 16, prior year	(11,937) 11,937 11,937
3.3	Subtotal (Line 3.1 minus Line 3.2)	(11,937)
4.1	Variation margin on terminated contracts during the year	
4.2	Less:	
	4.21 Amount used to adjust basis of hedged item	
	4.22 Amount recognized	(9,551) (9,551)
4.3	Subtotal (Line 4.1 minus Line 4.2)	9,551
5.	Dispositions gains (losses) on contracts terminated in prior year:	
	5.1 Recognized	
	5.2 Used to adjust basis of hedged items	
6.	Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	0
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	0

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(51,984)
2.	Part B, Section 1, Column 14.....	0
3.	Total (Line 1 plus Line 2).....	(51,984)
4.	Part D, Column 5.....	123,323
5.	Part D, Column 6.....	(175,307)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	(51,984)
8.	Part B, Section 1, Column 13.....	0
9.	Total (Line 7 plus Line 8).....	(51,984)
10.	Part D, Column 8.....	123,323
11.	Part D, Column 9.....	(175,307)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	123,323
14.	Part B, Section 1, Column 19.....	0
15.	Part D, Column 11.....	123,323
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	427,500,000	637,300,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	427,500,000	637,300,000
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

[illegible]

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

[illegible]

EO1

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
.313380-AG-2	FEDERAL HOME LOAN BK		07/20/2012	CITIGROUP		230,000	230,000		1
.912810-PV-4	UNITED STATES TREAS TIPS 1.75%		07/05/2012	BARCLAYSBA		200,569	200,000	1,858	1
.912828-EE-6	UNITED STATES TREAS		07/11/2012	DIRECT		83,854	75,000	1,296	1
.912828-LJ-7	UNITED STATES TREAS		09/11/2012	BARCLAYSCA		146,377	125,000	345	1
.912828-NK-2	UNITED STATES TREAS		07/10/2012	DIRECT		32,715	30,000	22	1
.912828-NU-0	UNITED STATES TREAS		08/01/2012	MORGANSTAN		201,180	200,000	696	1
.912828-NZ-9	UNITED STATES TREAS		07/13/2012	DIRECT		513,477	500,000	1,827	1
.912828-PB-0	UNITED STATES TREAS		08/03/2012	MORGANSTAN		1,204,406	1,200,000	1,852	1
.912828-PS-3	UNITED STATES TREAS		09/27/2012	JEFERIES		206,582	196,000	628	1
.912828-RB-8	UNITED STATES TREAS		09/11/2012	DIRECT		527,524	525,000	200	1
.912828-RF-9	UNITED STATES TREAS		08/29/2012	JP MORGAN CHASE		203,790	200,000	22	1
.912828-RK-8	UNITED STATES TREAS		08/01/2012	UNIONBANKO		599,578	600,000	254	1
.912828-RV-4	UNITED STATES TREAS		07/27/2012	FIRST BOSTON		294,794	295,000	93	1
.912828-RZ-5	UNITED STATES TREAS		08/29/2012	FIRST BOSTON		481,438	481,000	167	1
.912828-SR-2	UNITED STATES TREAS		08/09/2012	BARCLAYSCA		4,848,122	4,850,000	3,361	1
.912828-SV-3	UNITED STATES TREAS		07/25/2012	VARIOUS		3,363,953	3,280,000	9,664	1
.912828-TF-7	UNITED STATES TREAS		08/01/2012	DEUTSCHEBA		997,813	1,000,000	7	1
.912828-TG-5	UNITED STATES TREAS 912828TG5		09/18/2012	DIRECT		59,480	60,000	41	1
.912828-TJ-9	UNITED STATES TREAS		09/19/2012	VARIOUS		1,181,210	1,200,000	1,890	1
.912828-TK-6	UNITED STATES TREAS		08/08/2012	VARIOUS		2,844,421	2,855,000		1
.912828-TL-4	UNITED STATES TREAS		09/05/2012	VARIOUS		1,400,372	1,400,000	68	1
.912828-TN-0	UNITED STATES TREAS		09/20/2012	VARIOUS		2,277,549	2,300,000	390	1
0599999 - Bonds - U.S. Governments						21,976,204	21,802,000	24,681	XXX
Bonds - U.S. Special Revenue									
.01F022-48-5	FNMA TBA		07/27/2012	VARIOUS		519,375	500,000	521	1
.01F022-49-3	FNMA TBA		07/27/2012	VARIOUS		518,875	500,000	590	1
.01F030-68-6	FNMA TBA 01F030686		07/25/2012	VARIOUS		653,997	630,000	630	1
.01F032-67-4	FNMA		07/06/2012	CREDITSUIS		211,578	200,000	214	1
.01F032-68-2	FNMA TBA 01F032682		07/24/2012	VARIOUS		846,000	800,000	933	1
.01F040-67-7	FNMA TBA		07/02/2012	CITIGROUP		1,061,367	1,000,000		1
.01F060-69-1	FNMA TBA		08/08/2012	VARIOUS		330,602	300,000	600	1
.3137AB-5U-1	FHLMC		08/06/2012	DIRECT		155,909	146,748	147	1
.31393N-K2-4	FHLMC		08/24/2012	ALEX BROWN		128,760	119,637	465	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						4,426,463	4,196,385	4,100	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
.00101J-AA-4	ADT CORP		08/29/2012	MCDONALD		10,151	10,000	37	2FE
.001055-AH-5	AFLAC INC		09/25/2012	VARIOUS		164,140	159,000	1,907	1FE
.00206R-BC-5	AT&T CORP		08/22/2012	FIRST BOSTON		30,622	30,000	16	1FE
.02006E-AC-3	ALLY AUTO RECV		08/07/2012	DIRECT		31,997	32,000		1FE
.02006E-AD-1	ALLY AUTO RECV		08/07/2012	DIRECT		42,987	43,000		1FE
.03523T-BG-2	ANHEUSER BUSCH INBEV		08/07/2012	DIRECT		27,628	25,000	317	1FE
.03523T-BM-9	ANHEUSER BUSCH		07/11/2012	BARCLAYSBA		169,689	170,000		1FE
.05565Q-BH-0	BP CAP MKTS	E	08/23/2012	CORTVIEW		21,539	20,000	362	1FE
.06051G-EB-1	BANK AMERICA FUNDING CORP		08/30/2012	DIRECT		90,140	85,000	1,636	1FE
.067901-AF-5	BARRICK GOLD CORP	A	08/07/2012	DIRECT		15,698	15,000	85	2FE
.084664-BS-9	BERKSHIRE HATHAWAY		09/05/2012	DIRECT		81,471	80,000	434	1FE
.120568-AU-4	BUNGE LTD	E	07/25/2012	MIZUHOSE		15,902	15,000	231	2FE
.134429-AX-7	CAMPBELL SOUP CO		07/30/2012	DIRECT		100,000	100,000		1FE
.14912L-5D-9	CATERPILLAR FINCL		07/30/2012	USBANCORP		15,209	15,000	28	1FE
.172967-EZ-0	CITIGROUP INC		07/27/2012	MCDONALD		90,903	85,000	1,377	1FE
.20030N-AL-5	COMCAST CORP		08/01/2012	WACHOVIA		209,736	180,000	4,160	2FE
.233851-AQ-7	DAIMLER FIN		07/25/2012	DIRECT		149,727	150,000		1FE
.24422E-RV-3	DEERE JOHN CAP CORP		09/04/2012	DIRECT		27,981	28,000		1FE
.278865-AN-0	ECOLAB		08/06/2012	MERRILLLYN		147,926	148,000		2FE
.34528Q-BT-0	FORD CR FLOORPLAN M		09/12/2012	DIRECT		101,982	102,000		1FE
.36159J-BT-7	GE CAP CORP		09/25/2012	DIRECT		106,859	100,000	137	1FE
.369626-5Z-3	GENERAL ELEC CAP CO		09/04/2012	DIRECT		22,316	22,000	65	1FE
.369626-P6-5	GENERAL ELECTRIC		07/26/2012	MCDONALD		109,309	100,000	1,991	1FE

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
36962G-U6-9	GENERAL ELEC CAP CORP MEDIUM T		08/03/2012	DIRECT		111,196	100,000	417	1FE
38141E-A3-3	GOLDMAN SACHS GROUP		08/30/2012	DIRECT		138,718	130,000	2,687	1FE
40426W-AP-6	COMMONWEALTH REIT		09/24/2012	DIRECT		26,825	25,000	187	2FE
44328M-AB-0	HSBC BK PLC		08/24/2012	DIRECT		105,695	100,000	593	1FE
454889-AK-2	IN MICH POWER CO		07/25/2012	FTNF INANCI		272,295	250,000	2,630	2FE
459200-GN-5	IBM CORP		08/13/2012	DIRECT		106,984	100,000	2,185	1FE
46625M-3N-7	JP MORGAN CHASE		08/27/2012	MORGAN STANLEY		255,572	240,000	1,077	1FE
47787R-AC-4	JOHN DEERE OWNER TRUST		08/28/2012	MONTGOMERY SECURITIES		55,998	56,000		1FE
48121C-YK-6	JPMORGAN CHASE		09/11/2012	JPMORGANSE		118,415	100,000	2,717	1FE
513770-AW-7	LANARK CMO	F	07/20/2012	DIRECT		250,000	250,000		1FE
587680-AC-3	MERCEDES-BENZ AUTO		09/11/2012	DIRECT		68,993	69,000		1FE
61747Y-CE-3	MORGAN STANLEY		07/11/2012	DIRECT		171,892	165,000	2,145	1FE
62888V-AB-4	NCUA GTD		08/14/2012	DIRECT		19,508	19,219	13	1FE
63946B-AB-6	NBC UNIVERSAL		08/14/2012	DIRECT		16,053	15,000	163	2FE
709599-AC-8	PENSKE TRUCK LEASE		09/26/2012	VARIOUS		12,290	12,000	143	2FE
709599-AG-9	PENSKE TRUCK LEASING		09/25/2012	MORGAN KEEGAN		5,047	5,000	26	2FE
713448-CB-2	PEPSICO 713448CB2		08/08/2012	DIRECT		14,923	15,000		1FE
74432Q-BL-8	PRUDENTIAL FINL		09/14/2012	DIRECT		265,770	250,000	1,749	2FE
80282U-AD-6	SANTANDER DRIVE		08/07/2012	JPMORGANSE		289,978	290,000		1FE
822582-AR-3	SHELL INTL FIN	F	08/14/2012	MORGAN STANLEY		20,879	21,000		1FE
874060-AA-4	TAKEDA PHARMA		07/09/2012	NOMURASECU		240,000	240,000		1FE
89233P-5E-2	TOYOTA MTR CR CORP		08/16/2012	MI ZUHOSE		46,410	45,000	390	1FE
89233P-6J-0	TOYOTA MTR CR	F	08/22/2012	STIFEL NICHOLS		15,041	15,000	14	1FE
893830-AX-7	TRANSOCEAN INC	A	09/25/2012	MERRILLPRO		16,447	15,000	274	2FE
90327B-AC-6	USAA AUTO OWNER TR		09/10/2012	DIRECT		33,996	34,000		1FE
91159H-GU-8	U S BANCORP MEDIUM		09/17/2012	DIRECT		42,467	40,000	56	1FE
91913Y-AW-2	VALERO ENERGY CORP		09/04/2012	DIRECT		12,062	10,000	140	2FE
92343V-AY-0	VERIZON COMMUNICATI		09/10/2012	DIRECT		59,245	55,000	743	1FE
925369-AA-8	VESEY STREET INV		07/23/2012	GOLDMAN SACHS		110,159	109,000	234	1FE
92935J-AC-9	WF RBS CMO		07/26/2012	DEUTSCHEBA		130,763	120,000	379	1FE
929903-DT-6	WACHOVIA CORP NEW		09/13/2012	DIRECT		29,950	25,000	371	1FE
931422-AG-4	WALGREEN CO		09/13/2012	DIRECT		5,011	5,000	1	2FE
94106L-AX-7	WASTE MANAGEMENT		09/26/2012	DIRECT		10,524	10,000	22	2FE
94974B-FE-5	WELLS FARGO & CO		07/26/2012	MCDONALD		100,929	100,000	142	1FE
961214-BN-2	WESTPAC BKG CORP		08/13/2012	DIRECT		47,239	45,000	45	1FE
981464-DG-2	WORLD FINL NETWORK		07/13/2012	DIRECT		94,964	95,000		1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,106,150	4,889,219	32,326	XXX
8399997 - Subtotals- Bonds - Part 3						31,508,817	30,887,604	61,107	XXX
8399999 - Subtotals - Bonds						31,508,817	30,887,604	61,107	XXX
Common Stocks - Industrial and Miscellaneous									
111994-90-1	JP MORGAN CORE BOND FUND		09/10/2012	DIRECT	68,561.429	751,047			L
722005-40-2	PIMCO FDS		09/20/2012	DIRECT	2,994.640	28,419			L
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						779,467	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						779,467	XXX	0	XXX
9799999 - Subtotals - Common Stocks						779,467	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						779,467	XXX	0	XXX
9999999 Totals						32,288,284	XXX	61,107	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
313380-AG-2	FEDERAL HOME LOAN BK		08/27/2012	8983105		229,885	230,000	230,000					.0		230,000		(115)	(115)	.84	08/06/2015	1
38373M-SJ-0	GNMA		08/28/2012	VARIOUS		109,516	108,186	116,076	118,099		(4,237)		(4,237)		113,862		(4,346)	(4,346)	4,018	01/16/2037	1
383730-HX-2	GNMA		09/01/2012	PAYDOWN		4,036	4,036	4,177	4,110		(75)		(75)		4,036		.0	.0	149	02/16/2032	1
38373Y-PR-9	GNMA		09/01/2012	PAYDOWN		3,860	3,860	4,131			(270)		(270)		3,860		.0	.0	302	12/15/2031	1
38374K-DQ-3	GNMA		09/20/2012	PAYDOWN		10,531	10,531	10,534	10,577		(47)		(47)		10,531		.0	.0	39	09/20/2033	1
38375J-CG-8	GNMA REMIC		09/01/2012	PAYDOWN		24,756	24,756	26,524	25,312		(556)		(556)		24,756		.0	.0	941	06/16/2031	1
83162C-NW-9	SMALL BUSINESS ADMIN		07/02/2012	DIR		13,005	13,005	13,841	13,794		(24)		(24)		13,770		(765)	(765)	690	07/01/2024	1
83162C-PG-2	SMALL BUSINESS ADMIN		07/01/2012	DIR		26,749	26,749	28,496	28,399		(48)		(48)		28,351		(1,602)	(1,602)	1,334	01/01/2025	1
912828-LJ-7	UNITED STATES TREAS.		09/24/2012	4873105		146,284	125,000	146,377			(131)		(131)		146,246		.37	.37	542	08/15/2019	1
912828-LS-7	UNITED STATES TREAS.		07/25/2012	2196101		256,857	245,000	256,456			(374)		(374)		256,082		.774	.774	1,376	10/30/2014	1
912828-NA-4	UNITED STATES TREAS.		07/17/2012	DIR		111,902	100,000	111,586			(397)		(397)		111,189		.713	.713	671	04/30/2017	1
912828-NG-1	UNITED STATES TREAS.		07/17/2012	MORGSTN4		148,901	135,000	147,909			(190)		(190)		147,720		1,181	1,181	487	05/31/2017	1
912828-NK-2	UNITED STATES TREAS.		07/30/2012	DIR		32,686	30,000	32,715			(30)		(30)		32,685		.1	.1	63	06/30/2017	1
	UNITED STATES TREAS TIPS																				
912828-NM-8	1.25%		07/10/2012	6169107		1,485,771	1,265,496	1,204,800			37,567		37,567		1,242,367		(4,224)	(4,224)	8,492	07/15/2020	1
912828-PL-8	UNITED STATES TREAS.		08/01/2012	8944407		448,268	445,000	448,600			(872)		(872)		447,728		.540	.540	3,103	12/15/2013	1
	UNITED STATES TREAS TIPS																				
912828-PP-9	1.125%		07/10/2012	6624105		367,257	315,411	352,623			4,517		4,517		357,140		10,117	10,117	1,745	01/15/2021	1
912828-PR-5	UNITED STATES TREAS.		07/13/2012	DIR		521,300	520,000	517,869	518,814		593		593		519,407		1,893	1,893	3,481	01/31/2013	1
	UNITED STATES TREAS TIPS																				
912828-QV-5	0.6266%		07/10/2012	2196101		460,104	408,188	447,322			8,291		8,291		455,613		4,491	4,491	1,248	07/15/2021	1
912828-QY-9	UNITED STATES TREAS.		08/23/2012	5601205		1,939,338	1,800,000	1,797,515	1,797,620		221		221		1,797,841		141,497	141,497	43,471	07/31/2018	1
912828-RA-0	UNITED STATES TREAS.		08/29/2012	VARIOUS		735,238	734,000	735,035			(314)		(314)		734,721		.517	.517	2,349	06/30/2013	1
912828-RM-4	UNITED STATES TREAS.		07/19/2012	MONTGOME		204,102	200,000	201,008	200,975		(109)		(109)		200,866		3,236	3,236	1,440	10/31/2016	1
912828-RU-6	UNITED STATES TREAS.		07/19/2012	SALOMON		203,031	200,000	200,648	200,642		(71)		(71)		200,571		2,460	2,460	1,114	11/30/2016	1
912828-RV-4	UNITED STATES TREAS.		09/12/2012	VARIOUS		320,762	321,000	320,311			.67		.67		320,379		383	383	572	12/15/2014	1
	UNITED STATES TREAS TIPS																				
912828-SA-9	0.125%		08/29/2012	VARIOUS		2,072,333	1,930,799	1,975,702		(20,976)	14,646		(6,330)		1,969,373		102,960	102,960	1,306	01/15/2022	1
912828-SB-7	UNITED STATES TREAS.		08/09/2012	VARIOUS		5,599,952	5,600,000	5,598,269			433				5,598,702		1,251	1,251	7,365	01/31/2014	1
912828-SE-1	UNITED STATES TREAS.		08/08/2012	VARIOUS		1,591,972	1,595,000	1,588,111			1,011		1,011		1,589,122		2,850	2,850	1,926	02/15/2015	1
912828-SK-7	UNITED STATES TREAS.		08/08/2012	7446103		1,902,078	1,900,000	1,896,624			349		349		1,896,972		5,106	5,106	2,846	03/15/2015	1
912828-SL-5	UNITED STATES TREAS.		08/14/2012	8944407		2,199,649	2,200,000	2,199,128			92		92		2,199,221		428	428	2,059	03/30/2014	1
912828-SP-6	UNITED STATES TREAS.		07/09/2012	2196101		255,228	255,000	254,592			31		31		254,623		605	605	225	04/15/2015	1
912828-SR-2	UNITED STATES TREAS.		08/27/2012	751201		1,799,642	1,800,000	1,799,303			15		15		1,799,318		325	325	1,467	04/30/2014	1
912828-SV-3	UNITED STATES TREAS.		08/14/2012	VARIOUS		1,179,386	1,168,000	1,194,771		(224)	1,194,547		(224)		1,194,547		(15,162)	(15,162)	4,950	05/15/2022	1
912828-SY-7	UNITED STATES TREAS.		08/14/2012	751201		502,888	505,000	503,758			46		46		503,804		(916)	(916)	655	05/30/2017	1
912828-TF-7	UNITED STATES TREAS.		08/08/2012	3958102		997,223	1,000,000	997,813			18		18		997,831		(608)	(608)	31	07/31/2014	1
912828-TK-6	UNITED STATES TREAS.		09/24/2012	VARIOUS		2,847,717	2,855,000	2,844,421			272		272		2,844,693		3,024	3,024	609	08/15/2015	1
0599999 - Bonds - U.S. Governments						28,752,207	28,074,017	28,207,045	2,918,342	(20,976)	60,200	0	39,224	0	28,247,927	0	256,651	256,651	101,150	XXX	XXX
Bonds - All Other Governments																					
105756-BB-5	BRAZIL (FED REP OF)	F	07/24/2012	4521100		494,625	300,000	423,000	422,265		(1,737)		(1,737)		420,528		74,097	74,097	25,231	01/20/2034	2FE
105756-BQ-2	BRAZIL GLOBAL BND	F	07/24/2012	DIR		366,375	300,000	344,070	341,189		(2,971)		(2,971)		338,218		28,157	28,157	18,213	01/15/2019	2FE
1099999 - Bonds - All Other Governments						861,000	600,000	767,070	763,454	0	(4,708)	0	(4,708)	0	758,746	0	102,254	102,254	43,444	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F022-48-5	FNMA TBA		07/27/2012	VARIOUS		1,039,332	1,000,000	1,033,203			(3)		(3)		1,033,200		6,132	6,132	1,042	12/31/2040	1
01F022-49-3	FNMA TBA		08/14/2012	VARIOUS		516,672	500,000	518,875			.0		.0		518,875		(2,203)	(2,203)	590	12/01/2040	1
01F030-68-6	FNMA TBA 01F030686		07/25/2012	VARIOUS		654,085	600,000	653,997			(9)		(9)		653,992		.93	.93	630	08/15/2042	1
01F032-67-4	FNMA		07/06/2012	VARIOUS		633,859	600,000	631,969			(1)		(1)		631,968		1,891	1,891	642	07/15/2041	1
01F032-68-2	FNMA TBA 01F032682		07/24/2012	VARIOUS		848,047	800,000	846,000			(2)		(2)		845,998		2,049	2,049	933	08/15/2041	1
01F040-67-7	FNMA TBA		07/02/2012	751201		1,061,367	1,000,000	1,061,367			(7)		(7)		1,061,360		.7	.7	800	07/01/2039	1
01F060-69-1	FNMA TBA		08/14/2012	VARIOUS		330,125	300,000	330,602			(2)		(2)		330,600		(475)	(475)	600	09/01/2039	1
3128JP-3B-4	FHLMC		09/01/2012	PAYDOWN		12,118	12,118	12,677	11,337		781		781		12,118		.0	.0	317	10/01/2039	1
3128JP-7K-0	FHLMC		09/01/2012	PAYDOWN		9,736	9,736	10,099	9,227												

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3136FM-5E-0..	FNMA		08/10/2012..	CALLED		125,000	125,000	123,250	123,570		234		234		123,804		1,196	1,196	2,500	08/10/2015..	1..
3136FP-EE-3..	FNMA		09/14/2012..	CALLED		500,000	500,000	482,680	485,840		2,590		2,590		488,430				8,625	09/14/2015..	1..
31371L-SD-2..	FNMA		09/01/2012..	PAYDOWN		2,496	2,496	2,667	2,540		(44)		(44)		2,496				.82	07/01/2019..	1..
31371N-P8-2..	FNMA POOL #257047..		09/01/2012..	PAYDOWN		7,758	7,758	8,457	7,940		(182)		(182)		7,758				279	10/01/2027..	1..
31371N-U4-5..	FNMA		09/01/2012..	PAYDOWN		7,933	7,933	8,348	8,069		(136)		(136)		7,933				265	05/01/2028..	1..
31371P-AJ-9..	FNMA		09/01/2012..	PAYDOWN		2,667	2,667	2,906	2,712		(45)		(45)		2,667				116	11/01/2018..	1..
3137AB-SU-1..	FHLMC		09/01/2012..	PAYDOWN		7,006	7,006	7,443	7,437		(437)		(437)		7,006				26	10/15/2039..	1..
3137AH-GR-3..	FHLMC		09/01/2012..	PAYDOWN		7,653	7,653	8,367	7,703		(49)		(49)		7,653				230	11/15/2041..	1..
3137AK-BG-5..	FHLMC SER 3986..		09/21/2012..	VARIOUS		284,955	259,855	285,191		(1,318)			(1,318)		283,872		1,083	1,083	7,574	09/15/2041..	1..
3138EG-EG-5..	FNMA		09/01/2012..	PAYDOWN		3,438	3,438	3,607	3,448		(10)		(10)		3,438				58	09/01/2036..	1..
3138EG-HF-4..	FNMA		09/01/2012..	PAYDOWN		6,315	6,315	6,901	6,461		(146)		(146)		6,315				231	09/01/2023..	1..
313921-C5-5..	FNMA		09/01/2012..	PAYDOWN		2,317	2,317	2,480	2,351		(33)		(33)		2,317				77	11/25/2017..	1..
313921-Y8-5..	FNMA REMIC 2001-60..		09/01/2012..	PAYDOWN		2,587	2,587	2,836	2,729		(126)		(126)		2,587				86	11/25/2031..	1..
31392W-MR-8..	FHLMC		09/01/2012..	PAYDOWN		16,851	16,851	17,504	17,231		(380)		(380)		16,851				631	03/15/2032..	1..
31393G-JQ-8..	FHLMC		09/01/2012..	PAYDOWN		9,874	9,874	10,214	10,290		(415)		(415)		9,874				331	05/15/2022..	1..
31393K-TW-5..	FHLMC		09/01/2012..	PAYDOWN		1,975	1,975	2,129	2,004		(29)		(29)		1,975				80	02/15/2033..	1..
31393N-K2-4..	FHLMC		09/01/2012..	PAYDOWN		4,232	4,232	4,554		(323)			(323)		4,232				18	03/15/2018..	1..
31393T-D5-2..	FNMA		09/01/2012..	PAYDOWN		3,881	3,881	3,970	3,902		(22)		(22)		3,881				104	08/25/2033..	1..
31393U-LG-6..	FNMA		09/01/2012..	PAYDOWN		5,200	5,200	5,414	5,244		(44)		(44)		5,200				155	08/25/2033..	1..
31394A-EC-6..	FNMA		09/01/2012..	PAYDOWN		6,339	6,339	6,775	6,357		(18)		(18)		6,339				199	07/25/2033..	1..
31394A-HT-6..	FNMA		09/01/2012..	PAYDOWN		3,785	3,785	3,916	3,855		(71)		(71)		3,785				113	09/25/2032..	1..
31394B-SA-8..	FNMA		09/01/2012..	PAYDOWN		7,034	7,034	7,440	7,104		(71)		(71)		7,034				236	01/25/2035..	1..
31394B-BF-0..	FNMA		09/01/2012..	PAYDOWN		11,088	11,088	11,625	11,359		(271)		(271)		11,088				332	07/25/2018..	1..
31394D-A4-2..	FNMA REMIC 2005-48..		09/01/2012..	PAYDOWN		6,702	6,702	7,213	6,807		(104)		(104)		6,702				245	02/25/2035..	1..
31394E-FT-0..	FNMA		09/01/2012..	PAYDOWN		6,340	6,340	6,903	6,433		(93)		(93)		6,340				231	07/25/2035..	1..
31394F-N9-2..	FNMA REMIC 2005-84..		09/01/2012..	PAYDOWN		10,177	10,177	11,093	10,355		(177)		(177)		10,177				389	10/25/2035..	1..
31394G-HU-0..	FHLMC		09/01/2012..	PAYDOWN		7,359	7,359	7,768	7,557		(199)		(199)		7,359				246	11/15/2031..	1..
31394H-JF-9..	FHLMC		09/01/2012..	PAYDOWN		8,473	8,473	9,119	8,552		(80)		(80)		8,473				282	10/15/2032..	1..
31394L-4E-9..	FHLMC		09/01/2012..	PAYDOWN		23,941	23,941	25,466	24,423		(482)		(482)		23,941				804	01/15/2033..	1..
31394P-SZ-7..	FHLMC		09/01/2012..	PAYDOWN		8,750	8,750	9,367	8,938		(188)		(188)		8,750				266	02/15/2019..	1..
31394R-JX-8..	FHLMC		09/01/2012..	PAYDOWN		25,122	25,122	26,785	25,410		(288)		(288)		25,122				843	11/15/2032..	1..
31394T-WT-8..	FHLMC		09/01/2012..	PAYDOWN		31,470	31,470	33,515	32,011		(541)		(541)		31,470				1,051	10/15/2032..	1..
31394U-DT-6..	FNMA REMIC TR 2005-88..		09/01/2012..	PAYDOWN		51,289	51,289	52,669		(1,379)			(1,379)		51,289				1,182	04/25/2031..	1..
31395E-NK-9..	FHLMC		09/01/2012..	PAYDOWN		11,008	11,008	11,482	11,615		(608)		(608)		11,008				363	01/15/2032..	1..
31395E-OS-9..	FHLMC		09/01/2012..	PAYDOWN		13,831	13,831	14,721	14,008		(177)		(177)		13,831				465	02/15/2033..	1..
31395F-NK-6..	FHLMC		09/01/2012..	PAYDOWN		6,247	6,247	6,574	6,332		(85)		(85)		6,247				190	09/15/2024..	1..
31395K-T2-9..	FHLMC		09/01/2012..	PAYDOWN		6,322	6,322	6,755	6,347		(25)		(25)		6,322				224	03/15/2033..	1..
31395M-BG-3..	FHLMC		09/01/2012..	PAYDOWN		14,513	14,513	15,611	14,585		(71)		(71)		14,513				514	05/15/2033..	1..
31395M-DT-3..	FHLMC		09/01/2012..	PAYDOWN		32,490	32,490	34,388	33,144		(655)		(655)		32,490				1,073	11/15/2033..	1..
31395M-GA-1..	FHLMC		09/01/2012..	PAYDOWN		26,382	26,382	28,020	26,712		(330)		(330)		26,382				882	08/15/2033..	1..
31395M-SH-3..	FHLMC		09/01/2012..	PAYDOWN		10,239	10,239	11,113	10,405		(166)		(166)		10,239				375	02/15/2035..	1..
31395M-Y8-6..	FHLMC		09/01/2012..	PAYDOWN		31,237	31,237	32,945	31,811		(573)		(573)		31,237				931	07/15/2019..	1..
31395P-BR-2..	FHLMC		09/01/2012..	PAYDOWN		19,820	19,820	20,997	20,123		(303)		(303)		19,820				659	07/15/2033..	1..
31395X-ZU-2..	FHLMC		09/01/2012..	PAYDOWN		17,117	17,117	18,037	17,222		(105)		(105)		17,117				576	12/15/2034..	1..
313960-FC-8..	FNMA		09/01/2012..	PAYDOWN		14,476	14,476	15,190	14,642		(167)		(167)		14,476				436	07/25/2039..	1..
313960-MN-6..	FNMA		09/01/2012..	PAYDOWN		5,941	5,941	6,469	6,027		(86)		(86)		5,941				238	05/25/2037..	1..
313960-TN-9..	FNMA		09/01/2012..	PAYDOWN		11,941	11,941	13,271	12,265		(324)		(324)		11,941				486	05/25/2039..	1..
31396Y-H2-1..	FNMA		09/01/2012..	PAYDOWN		26,373	26,373	27,813	26,819		(447)		(447)		26,373				803	09/25/2035..	1..
31397H-AG-3..	FHLMC		09/01/2012..	PAYDOWN		10,108	10,108	10,613	10,368		(260)		(260)		10,108						

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31419A-6X-0...	FNMA		09/01/2012	PAYDOWN		28,369	28,369	29,738	28,763				(394)	(394)	28,369			0	761	09/01/2020	1
31419B-AV-7...	FNMA		08/27/2012	DIR									0	0				0		12/01/2019	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						7,824,530	7,531,071	7,846,987	1,957,733	0	(16,996)	0	(16,996)	0	7,797,852	0	26,678	26,678	58,280	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
013716-AR-6...	ALCAN INC.	A	09/15/2012	MATURED		200,000	200,000	212,408	204,024		(4,024)		(4,024)		200,000			0	9,750	09/15/2012	1FE
02005L-AC-8...	ALLY AUTO REC.		09/15/2012	PAYDOWN		72,756	72,756	72,749	72,752		4		4		72,756			0	671	07/15/2014	1FE
02005R-AB-7...	ALLY AUTO RECV.		09/15/2012	PAYDOWN		9,563	9,563	9,557	9,560		3		3		9,563			0	71	01/15/2015	1FE
02364W-AF-2...	AMERICA MOVIL SAB D.	F	08/27/2012	6431105		90,747	85,000	95,192	91,635		(2,004)		(2,004)		89,630		1,117	1,117	4,662	03/01/2014	1FE
026874-BT-3...	AIG		07/24/2012	8944407		244,164	200,000	232,476	229,112		(2,108)		(2,108)		227,004		17,160	17,160	15,675	08/15/2018	2FE
026874-CT-2...	AMERN INTL GROUP		08/27/2012	5668100		154,097	150,000	149,766		30			30		149,796		4,301	4,301	1,975	03/20/2015	2FE
026870-BW-7...	AMERN INTL GRP		07/11/2012	6061105		218,216	200,000	205,000	204,360		(392)		(392)		203,968		14,248	14,248	7,206	05/18/2017	2FE
03063W-AF-4...	AMERICREDIT AUTO		09/24/2012	6431105		164,475	160,000	159,982		0			0		159,982		4,493	4,493	2,343	04/09/2018	2FE
03064E-AC-0...	AMERICREDIT AUTO REC.		09/08/2012	PAYDOWN		36,614	36,614	36,934	36,877		(263)		(263)		36,614			0	417	08/08/2014	1FE
03064W-AB-4...	AMERICREDIT AUTO		09/08/2012	PAYDOWN		79,033	79,033	79,021	79,018		15		15		79,033			0	442	06/09/2014	1FE
03523T-AR-9...	ANHEUSER BUSCH INBEV		08/27/2012	3470206		131,555	130,000	132,555	131,203		(644)		(644)		130,559		996	996	3,015	03/26/2013	1FE
042716-AA-6...	ARRAN RESIDENTIAL MTG.		08/27/2012	DIR									0					0		11/19/2047	1FE
055300-AE-0...	BAT INTL	E	08/27/2012	6169107		101,478	100,000	99,844		5			5		99,849		1,629	1,629	490	06/07/2017	2FE
05950X-AB-2...	BANC AMERICA		09/01/2012	PAYDOWN		33,893	33,893	35,132	33,945		(52)		(52)		33,893			0	1,055	09/10/2047	1FM
059512-AB-9...	BANC AMER COML MTG.		08/01/2012	PAYDOWN		12,782	12,782	13,432	13,088		(306)		(306)		12,782			0	437	06/10/2049	1FM
06052J-AC-6...	BANK AMERICA		09/15/2012	PAYDOWN		12,854	12,854	12,918	12,939		(85)		(85)		12,854			0	119	03/17/2014	1FE
06052W-AC-9...	BANK AMER AUTO TR 20		09/15/2012	PAYDOWN		99,011	99,011	99,151	99,126		(114)		(114)		99,011			0	865	07/15/2014	1FE
124857-AB-9...	CBS CORP NEW		07/11/2012	CALLED		45,242	40,000	45,767		(943)			(943)		44,824		418	418	2,150	05/15/2014	2FE
12513Y-AC-4...	CITIGROUP COML MTG T		09/01/2012	PAYDOWN		2,092	2,092	2,178	2,338		(246)		(246)		2,092			0	20	12/11/2049	1FM
12612B-AD-2...	CNH EQUIP TR		09/15/2012	PAYDOWN		2,525	2,525	2,568	2,532		(8)		(8)		2,525			0	47	01/15/2016	1FE
12622X-AC-4...	CNH EQUIP TRUST		09/15/2012	PAYDOWN		4,631	4,631	4,630	4,631				0		4,631			0	39	06/15/2018	1FE
14040H-AX-3...	CAPITAL ONE FINCL		09/24/2012	2581200		41,425	39,000	40,111		(135)			(135)		39,976		1,449	1,449	863	07/15/2016	2FE
14312Y-AC-3...	CARMAX AUTO		09/15/2012	PAYDOWN		19,780	19,780	19,651	19,750		31		31		19,780			0	134	02/17/2015	1FE
14313C-AC-0...	CARMAX AUTO		09/15/2012	PAYDOWN		19,751	19,751	19,899	19,871		(120)		(120)		19,751			0	206	07/15/2014	1FE
14313E-AC-6...	CARMAX AUTO		09/15/2012	PAYDOWN		21,688	21,688	21,824	21,765		(77)		(77)		21,688			0	204	02/16/2015	1FE
15189X-AJ-7...	CENTERPOINT		08/27/2012	CALLED		45,000	45,000	51,380	49,616		(1,414)		(1,414)		48,201		(3,201)	(3,201)	3,115	03/01/2014	1FE
171203-AC-6...	CHRYSLER FINCL		09/17/2012	VARIOUS		8,815	8,815	8,939	9,080		(241)		(241)		8,839		(24)	(24)	164	01/15/2016	1FE
17121D-AC-3...	CHRYSLER FINL AUTO		08/27/2012	DIR									0					0		08/08/2013	1FE
172070-CN-2...	CINCINNATI GAS & EL		09/15/2012	MATURED		130,000	130,000	141,994	134,590		(2,709)		(2,709)		131,881		(1,881)	(1,881)	7,410	09/15/2012	1FE
173067-QM-5...	CITIGROUP CMO		09/01/2012	PAYDOWN		17,877	17,877	17,955	17,887		(10)		(10)		17,877			0	700	05/15/2043	1FE
20030N-AL-5...	COMCAST CORP		08/27/2012	2581200		208,771	180,000	209,736		(536)			(536)		209,200		(428)	(428)	4,868	03/15/2016	2FE
200466-AC-2...	CMO COMM 2006-FL12		09/15/2012	PAYDOWN		3,094	3,094	3,013	3,071		23		23		3,094			0	6	12/15/2020	1FM
21686C-AD-2...	COOP CENTRALE	F	08/29/2012	DIR		22,105	21,000	20,982		1			1		20,983		1,122	1,122	443	01/19/2017	1FE
223030-AM-2...	COVIDIEN INTL FIN	E	08/27/2012	2581200		176,573	175,000	174,944		4			4		174,948		1,626	1,626	591	05/29/2015	1FE
22822R-AP-5...	CROWN CASTLE TOWERS		09/24/2012	5562105		133,290	125,000	134,353	131,806		(1,605)		(1,605)		130,202		3,088	3,088	4,429	01/15/2015	1FE
233050-AN-3...	DBUBS 2011-LC1		09/01/2012	PAYDOWN		1,161	1,161	1,169	1,162		(1)		(1)		1,161			0	28	06/01/2017	1FM
23329P-AA-8...	DNB BANK		07/10/2012	5260202		305,664	300,000	299,739		3			3		299,742		5,922	5,922	2,667	04/03/2017	1FE
24240V-AM-3...	DEAN WITTER DISCOVER		08/29/2012	WACHOVIA		43,395	40,000	44,189	43,604		(570)		(570)		43,035		360	360	3,173	01/01/2016	1FE
254683-AD-7...	DISCOVER CARD EXECUT		08/28/2012	5601205		200,219	200,000	199,906	200,626		(683)		(683)		199,943		276	276	1,210	06/15/2015	1FE
254683-AK-1...	DISCOVER CARD EXEC		08/15/2012	CALLED		250,000	250,000	254,375	253,198		(802)		(802)		252,396		(2,396)	(2,396)	2,632	02/17/2015	1FE
26442C-AL-8...	DUKE ENERGY		07/27/2012	FTNFINAN		103,300	100,000	99,837		18			18		99,856		3,444	3,444	1,133	12/15/2016	1FE
278865-AN-0...	ECOLAB		09/24/2012	9658104		148,656	148,000	147,926		1			1		147,927		728	728	201	08/09/2015	2FE
69141D-AA-3...	TURBO FINANCE	D	09/20/2012	PAYDOWN		30,487	30,487	34,443	30,113		(140)		(140)	1,688	30,487	(1,175)		(1,175)	505	01/20/2019	1FE
30224X-AA-2...	EXTENDED STAY AMER		08/27/2012	VARIOUS		455,501	451,267	446,763	446,943		192		192		447,135		8,366	8,366	9,943	11/05/2027	1FM
345280-AX-2...	FORD CREDIT		08/28/2012	5601205		100,910	100,000	100,281		(43)			(43)		100,238			672	955	09/15/2015	1FE
345280-AY-0...	FORD CREDIT		08/28/2012	5601205		105,837	105,000	104													

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
40429C-CI-7	HSBC FIN CORP		07/19/2012	MATURED		250,000	250,000	244,488	248,398		1,200		1,200		249,598		.403	.403	(1,638)	07/19/2012	1FE
43641N-AT-1	HOLMES MASTER CMO	F	07/16/2012	CALLED		760,000	760,000	755,642	337,297		254		254		756,040		3,960	3,960	2,793	07/15/2020	1FE
	HONDA AUTO RECEIVABLES																				
43812W-AC-1	TRUST		07/16/2012	CALLED		.416	.416	.420	.430		(13)		(13)		.417		(1)	(1)	.6	05/15/2013	1FE
43813T-AC-7	HONDA AUTO RECV		09/15/2012	PAYDOWN		6,366	6,366	6,365	6,366						6,366				.53	10/15/2014	1FE
44328W-AL-8	HSBC BK PLC	F	09/24/2012	8983105		211,082	200,000	203,720		(490)			(490)		203,230		7,852	7,852	5,236	05/24/2016	1FE
	HYUNDAI AUTO RECEIVABLES																				
44921A-AC-5	TRUST		08/31/2012	VARIOUS		3,543	3,543	3,576	3,608		(61)		(61)		3,547		(4)	(4)	.44	08/15/2013	1FE
44921A-AD-3	HYUNDAI AUTO		09/15/2012	PAYDOWN		6,578	6,578	6,813	6,619		(41)		(41)		6,578				.149	03/15/2016	1FE
46625H-DF-4	JP MORGAN CHASE		09/24/2012	514105		143,571	130,000	139,240	137,803	(1,460)			(1,460)		136,343		7,228	7,228	6,639	10/01/2015	1FE
46625W-LS-6	JP MORGAN CMO		08/27/2012	VARIOUS		21,672	21,672	22,527	24,490	(2,496)			(2,496)		21,993		(321)	(321)	.717	07/12/2037	1FW
46625Y-JE-4	JP MORGAN CMO		09/01/2012	PAYDOWN		4,577	4,577	4,712	4,587	(10)			(10)		4,577				.176	08/12/2037	1FW
46625Y-TZ-6	JP MORGAN CHASE		09/01/2012	PAYDOWN		107,598	107,598	108,674		(1,076)			(1,076)		107,598				2,598	10/15/2042	1FE
46629P-AM-0	JP MORGAN CHASE		09/01/2012	PAYDOWN		.516	.516	.528	.518	(2)			(2)		.516				.18	05/15/2047	1FW
56501R-AA-4	MANULIFE FINCL CORP	A	09/24/2012	2581200		130,998	125,000	125,750	125,618	(115)			(115)		125,503		5,495	5,495	4,380	09/17/2015	1FE
606935-AF-1	MERRILL LYNCH CMO		09/01/2012	PAYDOWN		22,793	22,793	23,870	22,503		290		290		22,793				.863	02/12/2039	1FE
61745W-UC-5	MORGAN STANLEY		09/01/2012	PAYDOWN		217,020	217,020	220,733		(3,713)			(3,713)		217,020				5,729	12/15/2041	1FE
61747W-AD-1	MORGAN STANLEY		08/27/2012	3162106		150,875	150,000	146,990		890			890		147,879		2,996	2,996	4,744	01/24/2014	1FE
61747Y-CF-0	MORGAN STANLEY		07/11/2012	DIR		172,471	166,000	180,643	175,490	(2,108)			(2,108)		173,382		(911)	(911)	6,723	05/13/2014	1FE
61754K-AE-5	MORGAN STANLEY CAP		09/01/2012	PAYDOWN		16,385	16,385	17,593	16,424	(39)			(39)		16,385				.640	04/15/2049	1FW
62888U-AA-8	NCUA GTD NTS TR		09/06/2012	PAYDOWN		18,466	18,466	18,466	18,466		.19		.19		18,466				.78	11/06/2017	1FE
62888V-AB-4	NCUA GTD		09/04/2012	PAYDOWN		7,995	7,995	8,003	7,475	(8)			(8)		7,995				.93	10/07/2020	1FE
62888W-AB-2	NCUA		09/28/2012	DIR		4,353	4,353	4,353	4,353						4,353				.24	12/06/2020	1FE
65557F-AC-0	NORDEA BK	F	09/24/2012	2493105		204,072	200,000	199,574		70			70		199,644		4,428	4,428	2,350	03/20/2015	1FE
664397-AH-9	NORTHEAST UTILITIES		08/27/2012	5562105		251,425	250,000	250,352		(107)			(107)		250,245		1,180	1,180		09/20/2013	2FE
69373U-AC-1	PACCAR INC MEDIUM TE		09/14/2012	MATURED		100,000	100,000	101,682	100,674	(674)			(674)		100,000				1,275	09/14/2012	1FE
71645W-AL-5	PETROBRAS INTL FIN	F	07/25/2012	751201		112,500	100,000	113,750	111,242	(1,272)			(1,272)		109,970		2,530	2,530	5,002	10/06/2016	2FE
71645W-AP-6	PETROBRAS INTL FIN C	F	07/25/2012	9581105		112,097	100,000	108,450	107,438	(448)			(448)		106,990		5,107	5,107	5,910	01/20/2020	2FE
744320-BE-4	PRUDENTIAL FINL INC		09/14/2012	DIR		268,903	265,000	281,769	271,890	(4,725)			(4,725)		267,165		1,738	1,738	13,230	01/15/2013	2FE
744320-BH-7	PRUDENTIAL FINL INC		09/17/2012	MATURED		300,000	300,000	312,792	300,000	(4,746)			(4,746)		300,000				10,875	09/17/2012	1FE
744320-BK-0	PRUDENTIAL FINL INC		08/27/2012	7446103		186,423	185,000	186,543	185,640	(414)			(414)		185,226		1,197	1,197	5,738	01/14/2013	2FE
784419-AD-5	SLC PRIV STUDENT		09/28/2012	VARIOUS		205,517	206,960	196,798	195,495	4,542			4,542		200,037		5,479	5,479	1,072	01/15/2019	1FE
78443C-BM-5	SLM PRIVATE CR		09/15/2012	PAYDOWN		11,919	11,919	11,418	11,948	(29)			(29)		11,919				.64	06/15/2021	1FE
78446X-AA-3	SLM PRIVATE ED		09/15/2012	PAYDOWN		6,167	6,167	6,167							6,167				.29	01/18/2022	1FE
784657-AE-8	SSIF NEW LTD PART		07/11/2012	6431105		250,218	250,000	250,000	250,000						250,000		218	218	2,255	04/14/2014	1FE
80281U-AC-9	SANTANDER DRIVE AUTO		09/15/2012	PAYDOWN		50,819	50,819	50,867	50,840	(21)			(21)		50,819				.458	02/17/2014	1FE
80282D-AC-6	SANTANDER DRIVE		09/15/2012	PAYDOWN		17,556	17,556	17,704	17,605	(49)			(49)		17,556				.215	11/17/2014	1FE
80282L-AC-8	SANTANDER DRIVE		09/28/2012	VARIOUS		121,171	120,742	120,734	120,733	(6)			(6)		120,727		444	444	2,632	05/15/2017	2FE
80282W-AB-8	SANTANDER ABS		08/28/2012	VARIOUS		132,959	132,523	132,511	132,511	(2)			(2)		132,508		451	451	1,556	08/15/2016	1FE
80282W-AC-6	SANTANDER ABS		09/15/2012	PAYDOWN		9,286	9,286	9,286							9,286				.124	08/15/2016	1FE
8672EP-AB-3	SUNCORP METWAY LTD S	F	07/16/2012	MATURED		250,000	250,000	256,134	251,710	(1,380)			(1,380)		250,330		(330)	(330)	3,751	07/16/2012	1FE
874060-AA-4	TAKEDA PHARMA		09/24/2012	5601205		241,217	240,000	240,000							240,000		1,217	1,217	488	03/17/2015	1FE
89232E-AC-6	TOYOTA AUTO RECV		09/15/2012	PAYDOWN		6,344	6,344	6,375	6,372		(28)		(28)		6,344				.53	12/16/2013	1FE
89235X-AB-3	TOYOTA AUTO RECV		08/27/2012	VARIOUS		16,164	16,164	16,164							16,164				.61	05/15/2013	1FE
902118-BK-3	TYCO INTL GROUP	F	07/12/2012	CALLED		32,214	30,000	32,360		(358)			(358)		32,002		212	212	1,185	11/15/2013	1FE
902133-AL-1	TYCO ELEC	E	09/24/2012	2581200		91,184	90,000	89,816		38			38		89,854		1,330	1,330	.940	02/03/2015	2FE
90327Y-AC-6	USAA AUTO OWNERS		08/15/2012	PAYDOWN		3,968	3,968	3,991	3,998	(29)			(29)		3,968				.36	10/15/2012	1FE
92867G-AB-9	VOLKSWAGON AUTO		09/20/2012	PAYDOWN		5,935	5,935	5,935							5,935				.24	10/20/2014	1FE
92869A-AC-8	VOLKSWAGON AUTO		09/20/2012	PAYDOWN		28,856	28,856	28,995	29,031	(176)			(176)		28,856				.251	01/20/2014	1FE
981464-DG-2	WORLD FINL NETWORK		09/24/2012	6431105		96,692	95,000	94,964		.1			.1		94,965		1,728	1,728	388	08/15/2022	1FE
98153Y-AC-8	WORLD OMNI AUTO RECV		09/28/2012	VARIOUS		24,964	24,964	25,085	25,167	(186)			(186)		24,981		(17)	(17)	.221	12/16/2013	

E06

[illegible]

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

E07

E07

E07E07E07

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
					8699999 Total Cash Equivalents		

8699999	Total Cash Equivalents
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